

Southern Pacific Transportation Company

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January 5, 1989

RECORDATION NO. 7146-H
FEB 1989

JAN 6 1989 11 10 AM

INTERSTATE COMMERCE COMMISSION

(415) 541-1754

VIA DHL

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Conditional Sale Agreement dated as of September 1, 1973, among Southern Pacific Transportation Company, Metropolitan Life Insurance Company, as Assignee, and Thrall Car Manufacturing Company

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Declaration of Full Payment, dated as of December 28, 1988, between Southern Pacific Transportation Company and Metropolitan Life Insurance Company, amending the above-entitled Conditional Sale Agreement and Agreement and Assignment dated as of September 1, 1973, together with this Company's voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Ms. Noreta R. McGee
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January 5, 1989

Conditional Sale Agreement dated as of September 1, 1973, between Thrall Car Manufacturing Company and Southern Pacific Transportation Company, recorded on August 31, 1973, at 2:50 PM, assigned Recordation No. 7146;

Amendment Agreement dated as of May 1, 1976, recorded on June 8, 1976, at 2:55 PM, assigned Recordation No. 7146-A;

First Supplemental Agreement dated September 1, 1981, recorded on September 28, 1981, at 2:00 PM, assigned Recordation No. 7146-B;

Second Supplemental Agreement dated as of April 30, 1982, recorded on May 5, 1982, at 1:00 PM, assigned Recordation No. 7146-C;

Third Supplemental Agreement dated as of October 31, 1985, recorded on December 26, 1985, at 2:35 PM, assigned Recordation No. 7146-D;

Assignment and Transfer of Certain Road Equipment dated as of October 31, 1985, recorded on December 26, 1985, at 2:35 PM, assigned Recordation No. 7146-E;

Fourth Supplemental Agreement dated as of May 15, 1987, recorded on June 18, 1987, at 12:45 PM, assigned Recordation No. 7146-F; and

Assignment and Transfer of Certain Road Equipment dated as of May 15, 1987, recorded on June 18, 1987, at 12:45 PM, assigned Recordation No. 7146-G.

When the recording of the Declaration of Full Payment has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof, and return the remainder of the same to the undersigned.

Very truly yours,



Louis P. Warchot

Enclosures

cc: Mr. E. L. Johnson
(Attn: Mr. C. D. Tyler)

CONDITIONAL SALE AGREEMENT

Between

THRALL CAR MANUFACTURING COMPANY

And

SOUTHERN PACIFIC TRANSPORTATION COMPANY

Recordation No.
7146-H
RECORDATION NO. 7146-H FILED 1989

JAN 6 1989 - 11 10 AM
INTERSTATE COMMERCE COMMISSION

Dated as of

September 1, 1973

DECLARATION OF FULL PAYMENT

Conditional Sale Agreement Between
Thrall Car Manufacturing Company
and Southern Pacific Transportation Company
dated as of September 1, 1973

RECORDATION NO.

7146-H
Filed 1988

JAN 6 1989 - 11 19 Amd

DECLARATION OF FULL PAYMENT

INTERSTATE COMMERCE COMMISSION

METROPOLITAN LIFE INSURANCE COMPANY, a corporation organized and existing under and by virtue of the laws of the State of New York, does hereby certify that certain Conditional Sale Agreement dated as of September 1, 1973, by and between Thrall Car Manufacturing Company and Southern Pacific Transportation Company, covering the construction, sale and delivery to said Southern Pacific Transportation Company of the 25 flat cars and 100 gondola cars therein described, as supplemented by First Supplemental Agreement dated as of September 1, 1981, substituting 5 hopper cars for certain destroyed gondola cars; as supplemented by Second Supplemental Agreement dated as of April 30, 1982, substituting 1 hopper car for certain destroyed flat cars; as supplemented by Third Supplemental Agreement dated as of October 31, 1985, substituting 1 hopper car for a certain destroyed flat car; and as supplemented by Fourth Supplemental Agreement dated as of May 15, 1987, substituting 1 box car for a certain destroyed gondola car; said Conditional Sale Agreement being by Thrall Car Manufacturing Company assigned to Metropolitan Life Insurance Company by Agreement and Assignment dated as of September 1, 1973, has

been fully satisfied, paid and discharged.

Metropolitan Life Insurance Company does hereby acknowledge and declare that the purchase money for the equipment covered by said Conditional Sale Agreement and said First, Second, Third and Fourth Supplemental Agreements have been paid in full; that all of the terms and conditions of said Conditional Sale Agreement have been performed; that Southern Pacific Transportation Company has made all payments and met all charges required by the said Conditional Sale Agreement; that all of the indebtedness under said Conditional Sale Agreement, and the interest thereon, have been satisfied; and that the said Conditional Sale Agreement has terminated.

Metropolitan Life Insurance Company does hereby consent that the record of its title to all the equipment covered by said Conditional Sale Agreement be cancelled and discharged and that this Declaration may be filed or recorded or noted on the margin of the record of said Conditional Sale Agreement wherever the same may have been filed or recorded.

IN WITNESS WHEREOF, Metropolitan Life Insurance Company has caused this instrument to be executed in several counterparts by its proper officers thereunto duly authorized and its corporate seal to be hereto affixed this 28 day of December, 1988.

METROPOLITAN LIFE INSURANCE COMPANY

By Richard G. Clarke

Attest:

Richard G. Clarke
Associate General Counsel

V. Maguire Assistant Secretary

STATE OF NEW YORK)
) ss.
CITY AND COUNTY OF NEW YORK)

On this 28th day of December, 1988, before me personally appeared Richard G. Clarke, to me personally known, who being by me duly sworn, says that he is a Associate General Counsel of Metropolitan Life Insurance Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Daniel M. Wilson
Notary Public

DANIEL N. WILSON
Notary Public, State of New York
No. 24-4920236
Qualified in Kings County
Certificate filed in New York County
Commission Expires June 6, 1990